PLUMTREE MOTOR COMPANY LIMITED

ANNUAL REPORT

31 DECEMBER 2001



COMPANY NUMBER: 01374821

PLUMTREE MOTOR COMPANY LIMITED

31 DECEMBER 2001

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PLUMTREE MOTOR COMPANY LIMITED

COMPANY INFORMATION

Directors	R C Barber Resigned 22 March 2001 A L W Brown A M Biggs
Secretary	Mrs B Booth Resigned 12 April 2001 Mr M R Bennett Appointed 17 April 2001
Registered office	Centre House Village Way Trafford Park Manchester M17 1QG
Registered number	01374821
Auditors	PricewaterhouseCoopers Manchester M2 3PW

PLUMTREE MOTOR COMPANY LIMITED

REPORT OF THE DIRECTORS

The Directors of Plumtree Motor Company Limited submit their report and the audited financial statements for the year ended 31 December 2001.

REVIEW OF THE BUSINESS/FUTURE DEVELOPMENTS

The principal activities of the Company during the year under review continued to be dealing in motor vehicles, spares and accessories and carrying out repairs to motor vehicles.

The Company's Citroen business in Lincoln was closed in April 2001.

On 31 December 2001, the trade and trading assets and liabilities of the Company were transferred to Executive Motor Group Limited, another subsidiary of Quicks Group plc. Net liabilities of £423,000 were transferred at £Nil consideration, generating a profit of £423,000.

RESULTS AND DIVIDENDS

Results for the year are shown on page 5.

The Directors do not recommend the payment of a dividend (2000 - £Nil) and the profit after tax of £75,000 (2000 - £56,000 loss) has been transferred to reserves.

DIRECTORS AND DIRECTORS' SHAREHOLDINGS

The Directors who served during 2001 and at the date of this report are shown on page 1.

At 31 December 2001, A L W Brown and A M Biggs were directors of the ultimate parent company, Quicks Group plc, and their notifiable interests are shown in the financial statements of that company.

CHARITABLE DONATIONS

Charitable donations during the year were £Nil (2000 - £Nil).

SUPPLIERS

The policy of the Company is to pay suppliers in accordance with agreed terms and conditions. The terms may be the supplier standard terms or such others agreed for specific transactions. Average creditor days at 31 December 2001 were Nil (2000: 19).

REPORT OF THE DIRECTORS (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by Company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

PricewaterhouseCoopers have expressed their willingness to continue in office and a resolution for their reappointment will be proposed at the next Annual General Meeting.

The Report of the Directors was approved by the Board on 25 March 2002 and signed on its behalf by:

A M Biggs

Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PLUMTREE MOTOR COMPANY LIMITED

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises the directors' report.

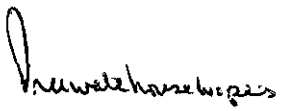
Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 2001 and of the profit of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
101 Barbirolli Square
Lower Mosley Street
Manchester M2 3PW

25 March 2002

PLUMTREE MOTOR COMPANY LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2001

	2001 £'000	2000 £'000
TURNOVER (Note 2)	24,338	24,223
Cost of sales	(20,627)	(20,188)
GROSS PROFIT	3,711	4,035
Administrative expenses	(3,660)	(4,014)
OPERATING PROFIT	51	21
Loss on sale/closure of operations (Note 4)	(52)	-
Interest payable (Note 5)	(76)	(90)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION (Note 3)	(77)	(69)
Taxation (Note 8)	152	13
PROFIT/(LOSS) FOR THE YEAR TRANSFERRED TO RESERVES (Note 17)	75	(56)

There were no recognised gains or losses other than those shown above. The results above are in respect of discontinued operations.

The notes on pages 7 to 15 form part of these financial statements.

The difference between historical cost profit and actual reported profit is not material.

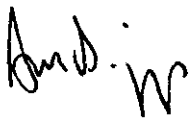
PLUMTREE MOTOR COMPANY LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2001

	2001 £'000	2000 £'000
FIXED ASSETS		
Tangible assets (Note 9)	-	2,721
Investments (Note 10)	261	261
	261	2,982
CURRENT ASSETS		
Interest in vehicle residuals:		
Repurchases within one year	-	-
Stocks (Note 11)	-	1,484
Debtors (Note 12)	-	955
Cash at bank and in hand	-	2
	-	2,441
CREDITORS – Amounts falling due within one year		
Trade creditors	-	(1,031)
Other creditors (Note 13)	(261)	(4,279)
Loans (Note 15)	-	(47)
	(261)	(5,357)
NET CURRENT LIABILITIES	(261)	(2,916)
TOTAL ASSETS LESS CURRENT LIABILITIES	-	66
CREDITORS - Amounts falling due after more than one year		
Loans (Note 15)	-	(141)
	-	(75)
CAPITAL AND RESERVES		
Called up share capital (Note 16)	810	810
Profit and loss account (Note 17)	(810)	(885)
EQUITY SHAREHOLDERS' FUNDS (Note 18)	-	(75)

The financial statements were approved by the Board on 25 March 2002 and signed on its behalf by:

A M Biggs
DIRECTOR



The notes on pages 7 to 15 form part of these financial statements.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

1 ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and have been prepared in accordance with applicable accounting standards.

The Company is exempt from publishing a cash flow statement because it is a wholly owned subsidiary undertaking of Quicks Group plc, which publishes a consolidated cash flow statement.

The Company has taken advantage of the exemption provision in Section 228 Companies Act 1985 not to prepare consolidated accounts.

(b) Going concern

The ultimate parent undertaking, Quicks Group plc, has confirmed that it will provide financial support to the company to enable it to meet its liabilities as they fall due for the foreseeable future. Consequently the directors consider it appropriate to prepare these financial statements on a going concern basis.

(c) Turnover

Turnover represents the invoiced value of goods and services provided to third parties.

(d) Properties

Freehold and long leasehold land and buildings are revalued periodically on the basis of market value for the existing use.

Deficits on revaluation were charged to the profit and loss account.

Land and buildings are to be retained at the revalued amount in accordance with the transitional arrangements of FRS15 - Tangible Fixed Assets.

(e) Depreciation

Depreciation is provided in equal amounts to allocate the cost less estimated residual values of tangible fixed assets to the periods expected to benefit from their use, at the following annual rates:

Freehold and long lease buildings	- 1%
Short leasehold land and buildings	- over the remaining period of the lease
Plant and equipment	- 10% to 20%

No depreciation is provided on freehold land.

(f) Repurchase arrangements

The contractual commitment to repurchase vehicles (predominantly under the "Motability" scheme) has been disclosed in "Creditors: amounts falling due within one year" and "Creditors: amounts falling due after more than one year" as appropriate. The asset associated with the liability, being the interest in the repurchased vehicles, is disclosed in the balance sheet as "Interest in vehicle residuals".

NOTES TO THE ACCOUNTS

1 ACCOUNTING POLICIES (continued)

(g) Stocks

Stocks are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price after taking into account any further costs expected to be incurred.

New vehicles on consignment are included on the balance sheet where, at the balance sheet date, related obligations to pay finance charges on the cost of vehicles exist or where the company carries commercially significant risks related to the vehicles. An equivalent amount is included in trade creditors.

(h) Taxation

Taxation is based on the results for the year and takes into account deferred taxation created by timing differences between the treatment of certain items for accounting and taxation purposes.

Provision is made at the appropriate rates of taxation for liabilities arising from the allocation of items to different periods for taxation and accounting purposes, to the extent that there is reasonable probability that such taxation will become payable in the foreseeable future.

(i) Operating lease rentals

Rentals payable under operating leases are charged to the profit and loss account as incurred.

(j) Pensions

The company operates two contributory pension schemes. One provides retirement benefits based on final salaries for all eligible employees. Contributions to this scheme are charged against profits over the average working life of employees. The pension fund is valued periodically by professional actuaries. The other scheme is a money purchase scheme and contributions are charged against profits as they fall due.

Contributions paid to employees' personal pension schemes are charged to the profit and loss account in the period to which they relate.

(k) Investments

Investments are carried at cost less any provision for impairment in value.

2 ANALYSIS OF TURNOVER

The Directors consider there to be only one class of business being that of vehicle distributors and one geographical market being the UK.

3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Loss on ordinary activities before taxation is stated after charging:

	2001 £'000	2000 £'000
Depreciation	55	74
Auditors' remuneration- audit	15	15
Operating lease payments - land and buildings	176	113

Fees for other services provided by the auditors during the year were £Nil (2000 - £Nil).

4 EXCEPTIONAL ITEMS

In April 2001, the Company closed its Citroen business in Lincoln. The exceptional closure costs were £475,000, £400,000 of which related to a provision in respect of a vacant leasehold property.

The tax credit contains a credit of £142,000 in respect of tax relief on these closure costs.

On 31 December 2001, the trade and trading assets and liabilities were transferred as a going concern to Executive Motor Group Limited, another subsidiary of Quicks Group plc. Net liabilities of £423,000 were transferred at £Nil consideration, generating a profit of £423,000.

5 INTEREST PAYABLE

	2001 £'000	2000 £'000
Loans repayable within five years:		
Other loans	13	36
From group undertakings	63	54
	76	90

6 DIRECTORS' EMOLUMENTS

None of the Directors received any remuneration for their services (2000 : £Nil).

7 EMPLOYEES

	2001 £'000	2000 £'000
Aggregate payroll costs amounted to:		
Wages and salaries	2,075	1,654
Social security costs	191	196
Pension costs	35	35
	2,301	1,885

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

7 EMPLOYEES (continued)

The average weekly number of employees during the year analysed by functions, was as follows:

	2001 Number	2000 Number
Office management and selling	47	45
Service and parts	79	114
	126	159

8 TAXATION

	2001 £'000	2000 £'000
The tax credit comprises:		
Based on the result for the year at 30% (2000 – 30%):		
Corporation tax - current year	142	13
- prior year	4	
Deferred tax	6	-
	152	13

9 TANGIBLE FIXED ASSETS

	Freehold land and Buildings £'000	Short leasehold land & Buildings £'000	Plant and Equipment £'000	Total £'000
COST OR VALUATION				
At 1 January 2001	2,605	10	855	3,470
Additions	-	-	24	24
Disposals	(2,605)	(10)	(879)	(3,494)
At 31 December 2001	-	-	-	-
DEPRECIATION				
At 1 January 2001	43	2	704	749
Charged in the year	11	-	44	55
Disposals	(54)	(2)	(748)	(804)
At 31 December 2001	-	-	-	-
NET BOOK AMOUNT				
At 31 December 2001	-	-	-	-
At 31 December 2000	2,562	8	151	2,721

NOTES TO THE ACCOUNTS

9 TANGIBLE FIXED ASSETS CONTINUED

Freehold land and buildings were valued by Mead-Briggs Chartered Surveyors on an existing use basis on the 1st October 1997.

	2001 £'000	2000 £'000
At professional valuation made in 1997	-	2,605
Less: accumulated depreciation	-	(43)
Net book amount	-	2,562

The comparable amounts determined according to the historical cost accountancy rules for assets included above at valuation and cost are:

	2001 £'000	2000 £'000
Cost	-	3,262
Depreciation	-	(351)
	-	2,911

10 INVESTMENTS - INTERESTS IN SUBSIDIARY UNDERTAKING

	2001 £'000	2000 £'000
Cost	261	261

In the Directors' opinion the value of the aggregate investment in the subsidiary is not less than the amount at which it is stated in these accounts. The Company's subsidiary undertaking, J J Leadley Limited, is wholly owned, registered in England and Wales and does not trade.

On 12 September 2001, the Company's subsidiary undertaking, J J Leadley Limited, was put into members voluntary liquidation.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

11 STOCKS

	2001 £'000	2000 £'000
Vehicle stocks	-	1,005
Vehicles on consignment	-	217
Parts and accessories	-	262
	-	1,484

Consignment vehicles excluded from the balance sheet at 31 December 2001 had a cost of £Nil (2000 - £631,000).

12 DEBTORS

	2001 £'000	2000 £'000
Trade debtors	-	580
Due from group undertakings	-	21
Other debtors	-	218
Prepayments	-	136
	-	955

13 OTHER CREDITORS

	2001 £'000	2000 £'000
Due within one year:		
Bank overdraft (Note 14)	-	2,265
Due to group undertakings	68	1,287
Taxation	24	10
Other taxes and social security	169	432
Other creditors	-	119
Accruals	-	166
Obligations under vehicle repurchase agreements	-	-
	261	4,279

Obligations under vehicle repurchase agreements predominantly comprised Motability buyback vehicles.

14 BANK OVERDRAFT

The bank overdraft facility in the prior year was secured by cross guarantees given by all members of the group.

NOTES TO THE ACCOUNTS

15 LOANS

	2001 £'000	2000 £'000
Other loans	-	188
The loans are repayable as follows:		
Between two and five years	-	94
Between one and two years	-	47
Total amounts due after one year	-	141
Less than one year	-	47
	-	188

The loans in the prior year were secured on a freehold property and were repayable in equal quarterly instalments up to 2004. Interest is payable at a rate of 9.25% per annum.

16 SHARE CAPITAL

	2001 £'000	2000 £'000
Authorised		
1,000,000 Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid		
810,100 Ordinary shares of £1 each	810	810

NOTES TO THE ACCOUNTS

17 RESERVES

	Profit and loss account £'000
Balance at 1 January 2001	(885)
Retained profit for the year	75
Balance at 31 December 2001	(810)

18 RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	2001 £'000	2000 £'000
Profit/(Loss) for the financial year	75	(56)
Opening equity shareholders' funds	(75)	(19)
Closing equity shareholders' funds	-	(75)

19 OTHER COMMITMENTS

The Company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings	
	2001 £'000	2000 £'000
Operating leases which expire:		
Within one year	-	-
In the second to fifth years	-	-
Over five years	-	113
	-	113

20 PENSION SCHEMES

Company employees are entitled to membership of the Quicks Group plc Pension Scheme, which operates voluntary pension schemes and is part of the Motor Industry Pension Plan. Membership is open to all employees who qualify within the rules. There is a Final Salary Scheme, which is now closed to new members, except for new managers joining the Group and a Money Purchase Scheme. The schemes are Inland Revenue approved and both require members' contributions. Both are administered by Capita Hartshead and have independent trustees.

The pension charge for the year was £35,000 (2000 - £35,000).

Details of the scheme can be found in the accounts of Quicks Group plc.

NOTES TO THE ACCOUNTS

21 ULTIMATE PARENT UNDERTAKING

The Company is a wholly owned subsidiary of Quicks (1997) Motor Holdings Limited, which is registered in England and Wales. Quicks Group plc is the ultimate parent company, and is the parent undertaking of the smallest and largest group to consolidate the financial statements of Plumtree Motor Company Limited.

Copies of the group financial statements are available to the public on payment of the appropriate fee from Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

22 RELATED PARTY TRANSACTIONS

Transactions with other companies within the group are not disclosed as the Company has taken advantage of the exemption under Financial Reporting Standard No. 8 "Related Party Disclosures", as the consolidated financial statements of Quicks Group plc, in which the Company is included, are available from the address noted above.